The listing of claims will replace all prior versions, and listings, of claims in this application:

**Listing of Claims**

Cancel Claims 5, 9 and 15, without prejudice.

Amend Claims 1-4, 6-8, 10-12, 14 and 16-17, as follows:

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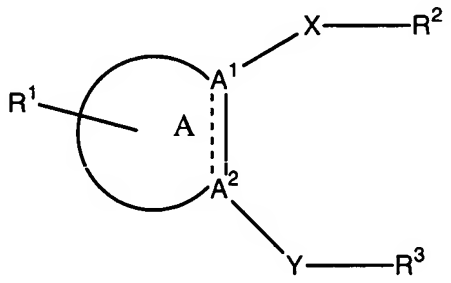
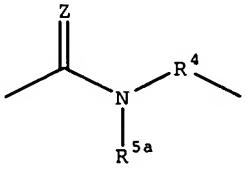
Claim 1. (currently amended) A compound of formula I'



I'

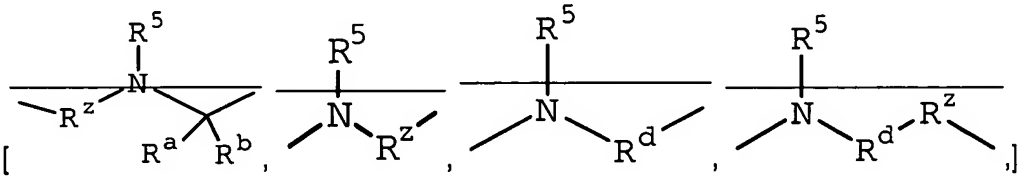
wherein each of $A^1$ and $A^2$ is ~~independently~~ C[[ ~~or N~~]];

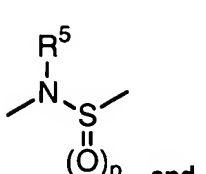
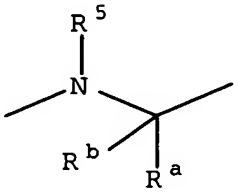
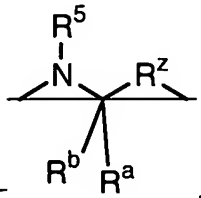
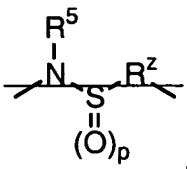
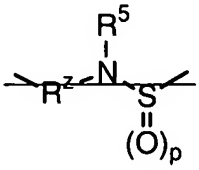
wherein $A^1$-$A^2$ form part of a ring A selected from pyridinyl~~5- or 6-membered heteroaryl~~;

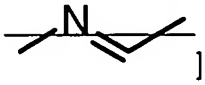


wherein X is ;

wherein Z is oxygen ~~or sulfur~~;

Y is selected from [  ,

 , **and**  [,  ,  ,  [[and]]

 ];

wherein p is [[0 to]] 2,

wherein $R^a$ and $R^b$ are ~~independently selected from H, halo, cyano, -NHR$^6$ and $C_{1-4}$-alkyl substituted with $R^1$, or wherein $R^a$ and $R^b$ together form $C_3$-$C_6$-cycloalkyl~~;

~~wherein $R^z$ is selected from $C_2$-$C_6$-alkylenyl, where one of the $CH_2$-groups may be replaced with an oxygen atom or an -NH-group; wherein one of the $CH_2$-groups may be substituted with one or two radicals selected from halo, cyano, -NHR$^6$ and $C_{1-4}$-alkyl substituted with $R^1$~~;

~~wherein $R^d$ is cycloalkyl~~;

wherein $R^1$ is ~~one or more substituents independently selected from H, halo, -OR$^7$, oxo, -SR$^7$, -CO$_2$R$^7$, -COR$^7$, -CONR$^7$R$^7$, -NR$^7$R$^7$, -SO$_2$NR$^7$R$^7$, -NR$^7$C(O)OR$^7$, -NR$^7$C(O)R$^7$, optionally substituted cycloalkyl, optionally substituted phenylalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl~~;

wherein $R^2$ is selected from

a) substituted or unsubstituted phenyl~~6-10 membered aryl~~;

~~b) substituted or unsubstituted 5-6 membered heterocyclyl~~;

~~c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl~~;

~~d) cycloalkyl, and~~

~~e) cycloalkenyl~~;

wherein substituted $R^2$ is substituted with one or more substituents independently selected from halo, -OR$^7$, oxo, -SR$^7$, -CO$_2$R$^7$, -CONR$^7$R$^7$, -COR$^7$, -NR$^7$R$^7$, -NH($C_1$-$C_4$ alkylenylR$^9$), -SO$_2$R$^7$, -SO$_2$NR$^7$R$^7$, -NR$^7$C(O)OR$^7$, -NR$^7$C(O)R$^7$, -NR$^7$C(O)NR$^7$R$^7$, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with $R^1$, lower alkenyl substituted with $R^1$, and lower alkynyl substituted with $R^1$;

wherein $R^3$ is selected from phenyl[[aryl]] unsubstituted or substituted with one or more substituents independently selected from halo, -OR$^7$, -SR$^7$, -SO$_2$R$^7$,-CO$_2$R$^7$, -CONR$^7$R$^7$, -COR$^7$, -NR$^7$R$^7$, -SO$_2$NR$^7$R$^7$, -NR$^7$C(O)OR$^7$, -NR$^7$C(O)R$^7$, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, alkylaminoalkoxy, lower alkyl substituted with $R^1$, lower alkenyl substituted with $R^1$, and lower alkynyl substituted with $R^1$;

wherein $R^4$ is ~~selected from~~ a direct bond~~, $C_{2-4}$-alkylenyl, $C_{2-4}$-alkenylenyl and $C_{2-4}$-alkynylenyl, where one of the $CH_2$-groups may be substituted with an oxygen atom or an -NH-, wherein $R^4$ is optionally substituted with hydroxy~~;

wherein $R^5$ is ~~selected from H, lower alkyl, optionally substituted phenyl and lower aralkyl~~;

wherein $R^{5a}$ is ~~selected from H, lower alkyl, optionally substituted phenyl and lower aralkyl~~;

~~wherein $R^6$ is selected from H or $C_{1-6}$-alkyl; and~~

wherein $R^7$ is selected from H, lower alkyl, optionally substituted phenyl, optionally substituted heterocyclyl, optionally substituted $C_3$-$C_6$-cycloalkyl, optionally substituted phenyl-$C_{1-6}$-alkyl, optionally substituted heterocyclyl-$C_{1-6}$-alkyl, optionally substituted $C_3$-$C_6$ cycloalkyl-$C_{1-6}$-alkyl, alkylaminoalkyl, and lower haloalkyl; and

wherein $R^9$ is selected from H, optionally substituted phenyl, optionally substituted 5-6 membered heterocyclyl and optionally substituted $C_3$-$C_6$ cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

provided $R^2$ is not 3-trifluoromethylphenyl when A is pyridyl, when X is -C(O)NH-, when Y is -NH-$CH_2$-, when $R^1$ is H and $R^3$ is 3-(N-methylamino-carbonyl)phenyl, 4-hydroxyphenyl, 3-hydroxyphenyl or phenyl;

further provided $R^2$ is not substituted with -$SO_2NR^7R^7$ when Y is -$NHSO_2$-;

further provided $R^2$ is not substituted with -$SO_2R^7$ when Y is -$NHSO_2$- and when $R^7$ is fluoro or 6-membered nitrogen-containing heterocyclyl;

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~~further provided $R^2$ is not 3-trifluoromethylphenyl when A is pyridyl, when X is -C(O)NH-, when Y is -N(benzyl)-$CH_2$-, when $R^1$ is H and when $R^3$ is phenyl;~~

~~further provided $R^2$ is not cyclohexyl when A is pyridyl, when X is -C(O)NH-, when Y is -NH-$CH_2$-, when $R^1$ is H and when $R^3$ is 2-methoxyphenyl or 3-methoxyphenyl;~~

~~further provided $R^1$ is not 2-hydroxymethylpyrrol-5-yl when A is pyridyl;~~

~~further provided $R^1$ is not 4-(methoxyaminocarbonylamino)phenyl when A is thienyl;~~

~~further provided $R^1$ is not 2-pyridylmethoxy when A is pyrimidyl, when X is -C(O)NH-, and when Y is -NH-$CH_2$-;~~

~~further provided $R^1$ is not 4-methylpiperidyl when A is pyrimidyl, when X is -C(O)NH-, when Y is -NH-$CH_2$-, and when $R^3$ is 3-chloro-4-methoxyphenyl;~~

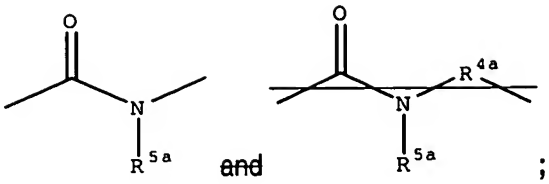
~~further provided $R^1$ is not bromo when A is pyrimidyl, when X is -C(O)NH-$CH_2$-, when Y is -NH-$CH_2$-, and when $R^3$ is 3-chloro-4-methoxyphenyl;~~

~~further provided $R^2$ is not 2-chloro-3-pyridyl when A is pyridyl;~~ and

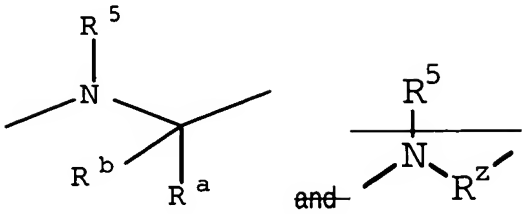
further provided $R^2$ is not 2-methoxyphenyl when A is pyridyl, when X is -C(O)NH-, when Y is -NH-$CH_2$-, when $R^1$ is H and $R^3$ is phenyl.

Claim 2. (currently amended) Compound of Claim 1 wherein A is ~~selected from thienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, isoxazolyl, triazolyl, isothiazolyl,~~ pyridyl~~, pyrazinyl, pyrimidinyl, pyridazinyl and triazinyl~~;

wherein X is ~~selected from~~



wherein Y is ~~selected from~~



wherein $R^a$ and $R^b$ are independently ~~selected from~~ ~~H, halo, and $C_{1-2}$-alkyl substituted with $R^1$, or wherein $R^a$ and $R^b$ together form $C_3$-$C_4$-cycloalkyl;~~

B1 ~~wherein $R^z$ is $C_2$-$C_3$-alkylenyl, where one of the $CH_2$ groups may be replaced with an oxygen atom or an -NH-;~~

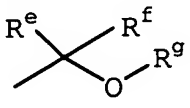
wherein $R^1$ is ~~one or more substituents independently selected from~~] H[~~, halo, $-OR^7$, oxo, $-SR^7$, $-CO_2R^7$, $-CONR^7R^7$, $-COR^7$, $-NR^7R^7$, $-SO_2NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, optionally substituted $C_{3-6}$-cycloalkyl, optionally substituted phenyl $C_{1-4}$-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl $C_{1-4}$-alkyl, $C_{1-6}$-alkyl, cyano, $C_{1-4}$-hydroxyalkyl, $C_{1-4}$-carboxyalkyl, nitro, $C_{2-3}$-alkenyl, $C_{2-3}$-alkynyl and $C_{1-4}$-haloalkyl;~~

wherein $R^2$ is selected from substituted or unsubstituted ~~aryl selected from~~ phenyl, ~~naphthyl, indanyl, indenyl and tetrahydronaphthyl,~~

~~substituted or unsubstituted 5-6 membered heteroaryl,~~

~~substituted or unsubstituted $C_{3-6}$-cycloalkyl and~~

~~substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic saturated or partially unsaturated heterocyclyl~~

wherein substituted $R^2$ is substituted with one or more substituents independently selected from halo, $-OR^7$, oxo, $-SR^7$, $-SO_2R^7$, $-CO_2R^7$, $-CONR^7R^7$, $-COR^7$, $-NR^7R^7$, $-NH(C_1$-$C_2$-alkylenyl$R^9)$, $-(C_1$-$C_2$-alkylenyl$)NR^7R^7$, $-SO_2NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, $C_1$-$C_6$-alkylamino-$C_1$-$C_6$-alkoxy, $C_1$-$C_6$-alkylamino-$C_1$-$C_6$-alkoxy-$C_1$-$C_6$-alkoxy, halosulfonyl, optionally substituted 4-6 membered heterocyclyl-carbonylalkyl, $C_{1-4}$-alkoxycarbonylamino-$C_{1-6}$-alkyl,  , optionally substituted $C_{3-6}$-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-$C_{1-6}$-alkylenyl,

optionally substituted 4-6 membered heterocyclyl-$C_1$-$C_6$-alkylenyl, 4-6 membered heterocyclyl-$C_2$-$C_6$-alkenylenyl, $C_{1-4}$-alkyl, cyano, $C_{1-4}$-hydroxyalkyl, nitro and $C_{1-4}$-haloalkyl;

wherein $R^3$ is phenyl substituted with one or more substituents independently selected from halo, $-OR^7$, $-SR^7$, $-CO_2R^7$, $-CONR^7R^7$, $-COR^7$, $-NR^7R^7$, $-SO_2NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, $C_{3-6}$-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, $C_{1-4}$-alkyl, $C_{1-4}$-aminoalkyl, cyano, $C_{1-4}$-hydroxyalkyl, nitro and $C_{1-4}$-haloalkyl;

~~wherein $R^{4a}$ is $C_{2-4}$-alkylenyl where one of the $CH_2$ groups may be replaced with an oxygen atom or -NH-, wherein $R^{4a}$ is optionally substituted with hydroxy;~~

wherein $R^5$ is ~~selected from~~ H [~~and $C_1$-$C_2$-alkyl~~];

wherein $R^{5a}$ is [~~selected from~~] H; ~~and $C_1$-$C_2$-alkyl; and~~

wherein $R^7$ is selected from H, $C_{1-4}$-alkyl, optionally substituted phenyl, optionally substituted phenyl-$C_{1-4}$-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-$C_{1-4}$-alkyl, optionally substituted $C_3$-$C_6$ cycloalkyl, $C_{1-2}$-alkylamino-$C_{1-4}$-alkyl and $C_{1-2}$-haloalkyl;

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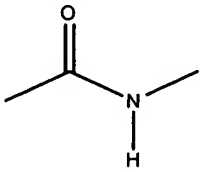
wherein $R^e$ and $R^f$ are independently selected from H and $C_{1-2}$-haloalkyl; and

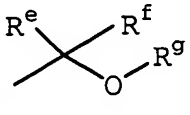
wherein $R^g$ is selected from H, $C_{1-6}$-alkyl, optionally substituted phenyl-$C_{1-6}$-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-$C_1$-$C_6$-alkyl, $C_{1-4}$-alkoxy-$C_{1-4}$-alkyl and $C_{1-4}$-alkoxy-$C_{1-4}$-alkoxy-$C_{1-4}$-alkyl;

and pharmaceutically acceptable derivatives thereof.

Claim 3. (currently amended) Compound of Claim 2 wherein A is ~~selected from~~ pyridyl ~~and pyrimidinyl~~;



wherein X is ; wherein Y is $-NH-CH_2-$; wherein $R^1$ is ~~one or more substituents independently selected from H, halo, hydroxy, $C_{1-2}$-alkoxy, $C_{1-2}$-haloalkoxy, amino, $C_{1-2}$-alkylamino, optionally substituted 5-6 membered heterocyclyl-$C_{1-2}$-alkylamino, aminosulfonyl, $C_{3-6}$-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, $C_{1-4}$-alkyl, cyano, $C_{1-2}$-hydroxyalkyl, $C_{1-3}$-carboxyalkyl, nitro, $C_{2-3}$-alkenyl, $C_{2-3}$-alkynyl and $C_{1-2}$-haloalkyl~~; wherein $R^2$ is unsubstituted or substituted ~~and selected from~~ phenyl, ~~naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, $C_{3-6}$-cycloalkyl, and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl~~; wherein substituted $R^2$ is substituted with one or more substituents independently selected from halo, $C_{1-4}$-alkyl, optionally substituted $C_{3-6}$-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-$C_1$-$C_4$-alkylenyl, $C_{1-2}$-haloalkoxy, optionally substituted phenyloxy, optionally substituted 5-6 membered heterocyclyl-$C_1$-$C_4$-

alkylenyl, optionally substituted 5-6 membered heterocyclyl-$C_2$-$C_4$-alkenylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted 5-6 membered heterocyclyloxy, optionally substituted 5-6 membered heterocyclylsulfonyl, optionally substituted 5-6 membered heterocyclylamino, optionally substituted 5-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-$C_{1-4}$-alkylcarbonyl, $C_{1-2}$-haloalkyl, $C_{1-4}$-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, $C_{1-2}$-alkylsulfonyl, halosulfonyl, $C_{1-4}$-alkylcarbonyl, $C_{1-3}$-alkylamino-$C_{1-3}$-alkyl, $C_{1-3}$-alkylamino-$C_{1-3}$-alkoxy, $C_{1-3}$-alkylamino-$C_{1-3}$-alkoxy-$C_{1-3}$-alkoxy, $C_{1-4}$-alkoxycarbonyl, $C_{1-4}$-alkoxycarbonylamino-$C_{1-4}$-alkyl, $C_{1-4}$-hydroxyalkyl,  and $C_{1-4}$-alkoxy; wherein $R^3$ is phenyl substituted with one or more substituents independently selected from halo, hydroxy, $C_{1-4}$-alkyl, $C_{1-2}$-alkoxy, optionally substituted 5-6 membered heterocyclyl-$C_{1-2}$-alkoxy, amino, $C_{1-2}$-alkylamino, aminosulfonyl, -$NR^3C(O)OR^7$, -$NR^3C(O)R^7$, $C_{3-6}$-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, nitro, $C_{1-2}$-alkylamino-$C_{1-2}$-alkoxy-$C_{1-2}$-alkoxy, cyano, $C_{1-2}$-alkylamino-$C_{1-2}$-alkoxy, $C_{1-2}$-alkylamino-$C_{1-2}$-alkyl, $C_{1-2}$-alkylamino-$C_{2-3}$-alkynyl, $C_{1-2}$-hydroxyalkyl, $C_{1-2}$-aminoalkyl, $C_{1-2}$-haloalkyl, optionally substituted 5-6 membered heterocyclyl-$C_{2-3}$-alkenyl, and optionally substituted 5-6 membered heterocyclyl-$C_{2-3}$-alkynyl; and wherein $R^7$ is selected from H, methyl, phenyl, cyclopropyl, cyclohexyl, benzyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 4-methylpiperdinylmethyl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, 1-piperdinylethyl, 1-piperdinylpropyl, 1-pyrrolidinylpropyl and trifluoromethyl; wherein $R^e$ and $R^f$ are independently -$CF_3$; and wherein $R^9$ is selected from H, $C_{1-3}$-alkyl, optionally substituted phenyl-$C_{1-3}$-alkyl, optionally substituted 5-6 membered heterocyclyl-$C_1$-$C_3$-alkyl, $C_{1-3}$-alkoxy-$C_{1-3}$-alkyl and $C_{1-3}$-alkoxy-$C_{1-3}$-alkoxy-$C_{1-3}$-alkyl; and pharmaceutically acceptable derivatives thereof.

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Claim 4. (currently amended) Compound of Claim 3 wherein A is pyridyl; wherein $R^1$ is ~~one or more substituents independently selected from~~ H, chloro, and fluoro; wherein $R^2$ is ~~selected from~~ phenyl, ~~tetrahydronaphthyl, indanyl, naphthyl, imidazolyl, oxazolyl, furyl, pyrrolyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, cyclohexyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 1,2,3,4-tetrahydro-quinolyl, 2,3-dihydro-1H-indolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, and benzo[1,4]dioxanyl~~; wherein substituted $R^2$ is substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, methylpiperazinylmethyl, morpholinylethyl, methylpiperazinylpropyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylmethyl, morpholinylpropyl, methylpiperidinylmethyl, piperidinylethyl, piperidinylpropyl, pyrrolidinylpropyl,

pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, methylpiperazinyl, methylpiperidyl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and wherein $R^3$ is phenyl substituted with one or more substituents selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl; and pharmaceutically acceptable derivatives thereof.

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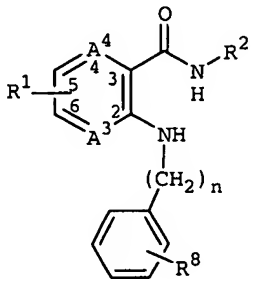
Claim 5 (canceled).

Claim 6. (currently amended) Compound of Claim 1 of formula II'



II'

wherein ~~each of~~ $A^3$ ~~and $A^4$~~ is ~~independently~~ CH ~~or N, provided at least one of $A^3$ and $A^4$ is N~~;

wherein $A^4$ is N;

wherein n is 1[[-2]];

wherein $R^1$ is ~~one or more substituents independently selected from~~ H, ~~chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, nitro, propenyl, propynyl,~~

~~morpholinylethylamino, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl and pyrazolyl~~;

wherein $R^2$ is ~~selected from~~ a substituted or unsubstituted ~~ring selected from~~ phenyl~~, tetrahydronaphthyl, indanyl, benzodioxolyl, indenyl, naphthyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro isoquinolyl, 1,2,3,4-tetrahydro quinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, indazolyl, 2,1,3-benzothiadiazolyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl and benzthiazolyl~~;

wherein substituted $R^2$ is substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and

wherein $R^8$ is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, -O-$CH_2$-O-, trifluoromethoxy, 1-methylpiperidinylmethoxy, dimethylaminoethoxy, amino,

dimethylamino, dimethylaminopropyl, diethylamino, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, 3-(4-morpholinyl)propylamino, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl;

and pharmaceutically acceptable salts thereof;

provided $R^2$ is not 3-trifluoromethylphenyl when $A^3$ is N, when $A^4$ is CH, when n is 1, when $R^1$ is H and $R^8$ is 4-hydroxy, 3-hydroxy or H; ~~further provided $R^2$ is not 2-chloro-3-pyridyl when $A^3$ is N, when $A^4$ is CH, when n is 1, when $R^1$ is H and $R^8$ is H or 4-methoxy;~~ and further provided $R^2$ is not 2-methoxyphenyl when $A^3$ is N, when $A^4$ is CH, when n is 1, when $R^1$ is H and $R^8$ is H.

Claim 7. (currently amended) Compound of Claim 1 of Formula III

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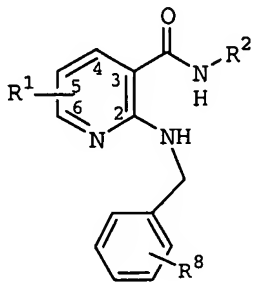


III

wherein $R^1$ is ~~H one or more substituents independently selected from~~

~~H;~~

~~halo;~~

~~hydroxy;~~

~~amino;~~

~~$C_{1-6}$-alkyl;~~

~~$C_{1-6}$-haloalkyl;~~

~~$C_{1-6}$-alkoxy;~~

~~$C_{1-2}$-alkylamino;~~

~~aminosulfonyl;~~

~~$C_{3-6}$-cycloalkyl;~~

~~cyano;~~

~~oxo;~~

~~$C_{1-2}$-hydroxyalkyl;~~

~~nitro;~~

~~$C_{2-3}$-alkenyl;~~

~~$C_{2-3}$-alkynyl;~~

~~$C_{1-6}$-haloalkoxy;~~

~~$C_{1-6}$-carboxyalkyl;~~

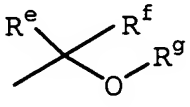
~~5-6 membered heterocyclyl-$C_{1-6}$-alkylamino;~~

~~unsubstituted or substituted phenyl and~~

~~unsubstituted or substituted 5-6 membered heterocyclyl~~;

wherein $R^2$ is selected from unsubstituted or substituted phenyl, ~~and~~

~~9-10 membered bicyclic and 13-14 membered tricyclic unsaturated or partially unsaturated heterocyclyl;~~

wherein substituted $R^2$ is optionally substituted with one or more substituents selected from halo, $C_{1-6}$-alkyl, optionally substituted $C_{3-6}$-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-$C_1$-$C_4$-alkyl, $C_{1-2}$-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-$C_1$-$C_4$-alkyl, optionally substituted 4-6 membered heterocyclyl-$C_2$-$C_4$-alkenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-$C_1$-$C_4$-alkoxy, optionally substituted 5-6 membered heterocyclylsulfonyl, optionally substituted 5-6 membered heterocyclylamino, optionally substituted 5-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclylcarbonyl-$C_{1-4}$-alkyl, optionally substituted 5-6 membered heterocyclyl-$C_{1-4}$-alkylcarbonyl, $C_{1-4}$-haloalkyl, $C_{1-4}$-aminoalkyl, nitro, amino, hydroxy, oxo, cyano, aminosulfonyl, $C_{1-2}$-alkylsulfonyl, halosulfonyl, $C_{1-4}$-alkylcarbonyl, amino-$C_{1-4}$-alkylcarbonyl, $C_{1-4}$-alkylamino-$C_{1-4}$-alkylcarbonyl, $C_{1-3}$-alkylamino-$C_{1-3}$-alkyl, $C_{1-3}$-alkylamino-$C_{1-3}$-alkoxy, $C_{1-3}$-alkylamino-$C_{1-3}$-alkoxy-$C_{1-3}$-alkoxy, $C_{1-4}$-alkoxycarbonyl, $C_{1-4}$-alkoxycarbonylamino-$C_{1-4}$-alkyl, $C_{1-4}$-hydroxyalkyl,  and $C_{1-4}$-alkoxy;

wherein $R^e$ and $R^f$ are independently selected from H and $C_{1-2}$-haloalkyl;

wherein $R^7$ is selected from H, $C_{1-3}$-alkyl, optionally substituted phenyl-$C_{1-3}$-alkyl, 4-6 membered heterocyclyl, and optionally substituted 4-6 membered heterocyclyl-$C_1$-$C_3$-alkyl;

wherein $R^9$ is selected from H, $C_{1-3}$-alkyl, optionally substituted phenyl-$C_{1-3}$-alkyl, 4-6 membered heterocyclyl, and optionally substituted 4-6 membered heterocyclyl-$C_1$-$C_3$-alkyl, $C_{1-3}$-alkoxy-$C_{1-2}$-alkyl and $C_{1-3}$-alkoxy-$C_{1-3}$-alkoxy-$C_{1-3}$-alkyl; and

wherein $R^8$ is one or more substituents independently selected from H, halo, amino, hydroxy, $C_{1-6}$-alkyl, $C_{1-6}$-haloalkyl, $C_{1-6}$-alkoxy, $C_{1-6}$-haloalkoxy, $C_{1-6}$-aminoalkyl, $C_{1-6}$-hydroxyalkyl, optionally substituted phenyl, optionally substituted heterocyclyl, optionally substituted heterocyclyl-$C_{1-6}$-alkoxy, aminosulfonyl, $C_{3-6}$-cycloalkyl, $C_{1-6}$-alkylamino, $C_{1-6}$-alkylamino-$C_{1-6}$-alkyl, optionally substituted heterocyclyl-$C_{1-6}$-alkylamino, optionally substituted heterocyclyl-$C_{1-6}$-alkyl, $C_{1-6}$-alkylamino-$C_{2-4}$-alkynyl, $C_{1-6}$-alkylamino-$C_{1-6}$-alkoxy, $C_{1-6}$-alkylamino-$C_{1-6}$-alkoxy-$C_{1-6}$-alkoxy, and optionally substituted heterocyclyl-$C_{2-4}$-alkynyl;

and pharmaceutically acceptable isomers and derivatives thereof;

provided $R^2$ is not 3-trifluoromethylphenyl when $R^1$ is H and $R^8$ is 4-hydroxy, 3-hydroxy or H; and further provided $R^2$ is not 2-methoxyphenyl when $R^1$ is H and $R^8$ is H.

Claim 8. (currently amended) Compound of Claim 7 wherein $R^1$ is ~~selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,~~

~~furanyl, pyridyl, imidazolyl, and pyrazolyl~~;

wherein $R^2$ is selected from phenyl, ~~1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 1,2,3,4-tetrahydro-quinolyl, 2,3-dihydro-1H-indolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, and benzo[1,4]dioxanyl,~~ where $R^2$ is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl,

dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and

wherein $R^8$ is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, -O-$CH_2$-O-, trifluoromethoxy, 1-methylpiperidinylmethoxy, dimethylaminoethoxy, amino, dimethylamino, dimethylaminopropyl, diethylamino, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, 3-(4-morpholinyl)propylamino, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl and trifluoromethyl;

and pharmaceutically acceptable derivatives thereof.

Claim 9 (canceled).

Claim 10. (currently amended) Compound of Claim 8 wherein $R^1$ is selected from ~~H, chloro or fluoro~~;

wherein $R^2$ is selected from phenyl optionally substituted with one or more substituents selected from bromo, chloro, fluoro, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, dimethylaminopropyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-1-ylethoxy, 1-methyl-pyrrol-2-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, and 1-methylpiperdin-4-yloxy;

and wherein $R^8$ is one or more substituents independently selected from H, chloro, fluoro, bromo, cyano, methoxy, -O-$CH_2$-O-, amino, trifluoromethyl, trifluoromethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminopropyl, and 3-(4-morpholinyl)propylamino;

and pharmaceutically acceptable derivatives thereof.

Claim 11. (currently amended) A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound of Claim 1~~as in any of Claims 1-10~~.

Claim 12. (currently amended) A method of treating cancer in a subject, said method comprising administering [[an]] a therapeutically effective amount of a compound of Claim 1~~as in any of Claims 1-10~~.

13. (original) The method of Claim 12 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

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Claim 14. (currently amended) A method of treating angiogenesis in a subject, said method comprising administering [[an]]a therapeutically effective amount of a compound of Claim 1~~as in any of Claims 1-10~~.

Claim 15 (canceled).

Claim 16. (currently amended) A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Claim 1~~as in any of Claims 1-10~~.

Claim 17. (currently amended) A method of treating proliferation-related disorders in a mammal, said method comprising administering [[an]]a therapeutically effective amount of a compound of Claim 1~~as in any of Claims 1-10~~.

Add New claims 18-42 as follows:

--18. (New) Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from
N-(4-Chlorophenyl){3-[benzylamino](2-pyridyl)}carboxamide;
N-(4-Chlorophenyl)(3-{[(4-nitrophenyl)methyl]amino}(2-pyridyl))-carboxamide;
(2-[[(4-methoxyphenyl)methyl]amino](2-pyridyl))-N-(3-fluoro-4-methylphenyl)carboxamide;
2-(3-Fluoro-benzylamino)-N-(4-phenoxy-phenyl)-nicotinamide;
N-(4-Phenoxyphenyl)[2-({[3-(trifluoromethyl)phenyl]methyl}amino)(3-pyridyl)]formamide;
(2-{[(4-Fluorophenyl)methyl]amino}(3-pyridyl))-N-(4-phenoxyphenyl)formamide;

N-(4-Phenoxyphenyl)[2-({[4-(trifluoromethyl)phenyl]methyl}amino)(3-pyridyl)]formamide;

(2-{[(2-Bromophenyl)methyl]amino}(3-pyridyl))-N-(4-phenoxyphenyl)formamide;

N-(4-Phenoxyphenyl)[2-({[4-(trifluoromethoxy)phenyl]methyl}amino)(3-pyridyl)]formamide;

2-{[(2,3-Difluorophenyl)methyl]amino}(3-pyridyl))-N-(4-phenoxyphenylformamide;

N-(4-Chlorophenyl)(2-{[(4-cyanophenyl)methyl]amino}(3-pyridyl))carboxamide;

N-(4-Chlorophenyl)(2-{[(2-cyanophenyl)methyl]amino}(3-pyridyl))carboxamide;

N-(4-sec-butylphenyl)-2-[(4-fluorobenzyl)amino]nicotinamide;

N-(4-tert-Butylphenyl)-2-[(4-fluorobenzyl)amino]nicotinamide;

N-(4-Isopropyl-phenyl)-2-(3-methoxy-benzylamino)-nicotinamide;

(2-{[(4-Fluorophenyl)methyl]amino}(3-pyridyl))-N-[4-(methylethyl)phenyl]carboxamide;

(2-{[(4-Fluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(3,4-Dimethoxyphenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

{2-[Benzylamino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]-carboxamide;

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(2-{[(3-Chlorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(4-Bromophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(4-Chlorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(2,4-Difluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(4-Fluorophenyl)ethyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(3,4-Difluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(2,3-Difluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(2-Fluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(2,6-Difluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(3-Bromophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(4-Fluorophenyl)methyl]amino}(3-pyridyl))-N-[4-(trifluoromethyl)phenyl]carboxamide;

N-{3-[3-(Dimethylamino)propyl]-5-(trifluoromethyl)phenyl}(2-{[(4-fluorophenyl)methyl]amino}(3-pyridyl))carboxamide;

{2-[({3-[3-(Dimethylamino)propyl]-4-fluorophenyl}methyl)amino](3-pyridyl)}-N-[4-(tert-butyl)phenyl]carboxamide;

{2-[({3-[3-(Dimethylamino)propyl]-4-fluorophenyl}methyl)amino](3-pyridyl)}-N-[4-(trifluoromethyl)phenyl]carboxamide;

{2-[({3-[3-(Dimethylamino)propyl]-4-fluorophenyl}methyl)amino](3-pyridyl)}-N-(4-bromo-2-fluorophenyl)carboxamide;

2-[(4-Fluorobenzyl)amino]-N-[4-tert-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl]nicotinamide;

[2-({[4-Fluoro-3-(3-morpholin-4-ylprop-1-ynyl)phenyl]methyl}amino)(3-pyridyl)]-N-[3-(trifluoromethyl)phenyl]carboxamide;

2-(4-Fluoro-benzylamino)-N-[3-(2-pyrrolidin-1-yl-ethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

N-[4-tert-Butyl-3-(1-Boc-piperidin-4-ylmethoxy)-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[4-tert-Butyl-3-(1-Boc-pyrrolidin-2-ylmethoxy)-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(1-Boc-piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide.;

2-(4-Fluoro-benzylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N-[4-tert-Butyl-3-(piperidin-4-ylmethoxy)-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[4-tert-Butyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

B1 2-(4-Fluoro-benzylamino)-N-[3-(piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(1-methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide; and

2-(4-Fluoro-benzylamino)-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide.--

19. (New) A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 2.

20. (New) A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 3.

21. (New) A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 4.

22. (New) A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 6.

23. (New) A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 7.

24. (New) A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 8.

25. (New) A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 10.

26. (New) A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 18.

27. (New) A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 2.

28. (New) A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 3.

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29. (New) A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 4.

30. (New) A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 6.

31. (New) A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 7.

32. (New) A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 8.

33. (New) A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 10.

34. (New) A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 18.

35. (New) A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 2.

36. (New) A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 3.

37. (New) A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 4.

38. (New) A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 6.

39. (New) A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 7.

40. (New) A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 8.

41. (New) A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 10.

42. (New) A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 18.